

LIONEL Z. GLANCY (#134180)
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Attorneys for Movant and
Proposed Lead Counsel

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

I.B.L. INVESTMENTS LTD.,
Individually and On Behalf of All Others
Similarly Situated,

Plaintiff,

v.

TERAYON COMMUNICATION
SYSTEMS, INC., ZAKI RAKIB, JERRY
D. CHASE, MARK A. RICHMAN and
EDWARD LOPEZ,

Defendants.

No. 3:06-cv-03936-MJJ

**[PROPOSED] ORDER GRANTING
MOTION OF I.B.L. INVESTMENTS
LTD. FOR APPOINTMENT AS LEAD
PLAINTIFF AND APPROVAL OF
LEAD PLAINTIFF'S SELECTION OF
LEAD COUNSEL**

Date: October 24, 2006
Time: 9:30 a.m.
Ctvm: 11

[PROPOSED] ORDER

Having considered the motion of I.B.L. Investments Ltd. for appointment as Lead Plaintiff and for approval of Lead Plaintiff's selection of Lead Counsel, the memorandum of law in support thereof, the declaration of Lionel Z. Glancy in support of that motion and good cause appearing therefor,

IT IS HEREBY ORDERED:

- 1) The Motion is granted.
- 2) This Order (the "Order") shall apply to the above-captioned action (the

1 “Action”) and to each case that relates to the same subject matter that is subsequently
 2 filed in this Court or is transferred to this Court and consolidated with the Action
 3 (collectively, the “ Consolidated Action”).

4 3) An original of this Order shall be filed by the Clerk in the Master File.

5 4) The Clerk shall mail a copy of this Order to counsel of record in the
 6 Consolidated Action.

7 5) Every pleading in the Consolidated Action shall have the following caption:

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IN RE TERAYON COMMUNICATION SYSTEMS, INC. SECURITIES LITIGATION

No. 3:06-cv-03936-MJJ

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 11 6) Each new case that arises out of the subject matter of the Consolidated
 12 Action which is filed in this Court or transferred to this Court, shall be consolidated with
 13 the Consolidated Action and this Order shall apply thereto, unless a party objects to
 14 consolidation, as provided for herein, or any provision of this Order, within ten (10) days
 15 after the date upon which a copy of this Order is served on counsel for such party, by
 16 filing an application for relief and this Court deems it appropriate to grant such
 17 application. Nothing in the foregoing shall be construed as a waiver of Defendants’ right
 18 to object to consolidation of any subsequently filed or transferred related action.

19 7) The Court requests the assistance of counsel in calling attention to the Clerk
 20 of this Court the filing or transfer of any case that might properly be consolidated as part
 21 of the Consolidated Action.

22 8) When a case that arises out of the same subject matter as the Consolidated
 23 Action is hereinafter filed in this Court or transferred from another Court, the Clerk of
 24 this Court shall:
 25

26 a) file a copy of this Order in the separate file for such action;

27 b) mail a copy of this Order to the attorneys for the plaintiff(s) in the
 28 newly filed or transferred case and to any new defendant(s) in the newly filed case; and

1 c) make the appropriate entry in the Master Docket for the
2 Consolidated Action.

3 9) Movant I.B.L. Investments Ltd. is appointed to serve as Lead Plaintiff in
4 the above-captioned Action, pursuant to 15 U.S.C. §78u-4(a)(3)(B).

5 10) The law firm Glancy Binkow & Goldberg LLP is hereby approved as Lead
6 Counsel for the Class. Lead Counsel shall provide general supervision of the activities of
7 plaintiff's counsel and shall have the following responsibilities and duties to perform or
8 delegate as appropriate:

9 a) to brief and argue motions;

10 b) to initiate and conduct discovery, including, without limitation,
11 coordination of discovery with defendants' counsel, preparation of written interrogatories,
12 requests for admission and requests for production of documents;

13 c) to direct and coordinate the examination of witnesses in depositions;

14 d) to act as spokesperson at pretrial conferences;

15 e) to call and chair meetings of plaintiffs' counsel as appropriate or
16 necessary from time to time;

17 f) to initiate and conduct any settlement negotiations with counsel for
18 defendants;

19 g) to provide general coordination of the activities of plaintiffs' counsel
20 and to delegate work responsibilities to selected counsel as may be required in such a
21 manner as to lead to the orderly and efficient prosecution of this litigation and to avoid
22 duplication or unproductive effort;

23 h) to consult and employ experts;

24 i) to receive and review periodic time reports of all attorneys on behalf
25 of plaintiffs, to determine if the time is being spent appropriately and for the benefit of
26 plaintiffs and to determine and distribute plaintiffs' attorneys' fees; and
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28

1 j) to perform such other duties as may be expressly authorized by
2 further order of this Court.

3
4 Dated: _____, 2006

5 HONORABLE MARTIN J. JENKINS
6 UNITED STATES DISTRICT JUDGE

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8 Submitted by:

9 Lionel Z. Glancy (#134180)
10 **GLANCY BINKOW & GOLDBERG LLP**
11 1801 Avenue of the Stars, Suite 311
12 Los Angeles, California 90067
13 Telephone: (310) 201-9150
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16 *Attorneys for Movant and*
17 *Proposed Lead Counsel*
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**PROOF OF SERVICE BY ELECTRONIC POSTING
PURSUANT TO NORTHERN DISTRICT OF CALIFORNIA LOCAL RULES AND
ECF GENERAL ORDER NO. 45
AND BY MAIL ON ALL KNOWN NON-REGISTERED PARTIES**

I, the undersigned, say:

I am a citizen of the United States and am employed in the office of a member of the Bar of this Court. I am over the age of 18 and not a party to the within action. My business address is 1801 Avenue of the Stars, Suite 311, Los Angeles, California 90067.

On June 27, 2006, I served the following by posting such documents electronically to the ECF website of the United States District Court for the Northern District of California:

- 1 **NOTICE OF MOTION AND MOTION OF I.B.L. INVESTMENTS LTD. FOR
APPOINTMENT AS LEAD PLAINTIFF AND APPROVAL OF LEAD PLAINTIFF'S
SELECTION OF LEAD COUNSEL; MEMORANDUM OF POINTS AND
AUTHORITIES IN SUPPORT THEREOF**
- 2 **DECLARATION OF LIONEL Z. GLANCY IN SUPPORT OF MOTION OF I.B.L.
INVESTMENTS LTD. FOR APPOINTMENT AS LEAD PLAINTIFF AND
APPROVAL OF LEAD PLAINTIFF'S SELECTION OF LEAD COUNSEL**
- 3 **[PROPOSED] ORDER GRANTING MOTION OF I.B.L. INVESTMENTS LTD. FOR
APPOINTMENT AS LEAD PLAINTIFF AND APPROVAL OF LEAD PLAINTIFF'S
SELECTION OF LEAD COUNSEL**

on all ECF-registered parties in the action and, upon all others not so-registered but instead listed below, by placing a true copy thereof enclosed in a sealed envelope with postage thereon fully prepaid in the United States mail at Los Angeles, California. They are:

Terayon Communication Systems, Inc.
4988 Great America Parkway
Santa Clara, CA 95054

Jerry D. Chase
c/o Terayon Communication Systems, Inc.
4988 Great America Parkway
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Zaki Rakib
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Mark A. Richman
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Santa Clara, CA 95054

Edward Lopez
c/o Terayon Communication Systems, Inc.
4988 Great America Parkway
Santa Clara, CA 95054

Executed on D, at Los Angeles, California.

I certify under penalty of perjury that the foregoing is true and correct.

S/Kyaa D. Heller
Kyaa D. Heller